



Srinivas M. Raju

Director

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Srinivas Raju focuses his practice on corporate advisory, corporate governance, transactional, and complex litigation matters relating to Delaware corporations and alternative entities. Co-chair of the Corporate Department and also a member of the Business Department, Srini has litigated numerous corporate control, corporate governance, and contractual disputes in the Delaware Court of Chancery and the Delaware Supreme Court. He has also advised corporate boards, special committees, and general partners with respect to governance and transactional issues.

Chambers praises Srini as “a terrific attorney” who is “practical, pragmatic and knowledgeable” (*Chambers USA*, 2018). A frequent speaker on fiduciary duty and governance issues, particularly with respect to Delaware alternative entities, Srini has also published numerous articles on these topics, including articles published in *The Business Lawyer*, *Securities & Commodities Regulation*, *Delaware Journal of Corporate Law*, and *Insights*. Earlier in his career, prior to entering law school, Srini was an accountant and obtained certification as a certified public accountant.

Experience

Representative Transactional and Special Committee Experience

- Represented the Conflicts Committee of Energy Transfer Partners, L.P. in connection with the proposed business combination of Energy Transfer Partners and Energy Transfer Equity announced in August 2018
- Represented the Conflicts Committee of EQT Midstream Partners, L.P. in connection with its proposed acquisition of Rice Midstream Partners announced in April 2018, the acquisition of the Northern West Virginia Marcellus Gathering System from EQT Corporation in March 2015, the Jupiter Gathering System from EQT Corporation in April 2014, and of the Sunrise Pipeline from EQT Corporation in July 2013
- Represented the Conflicts Committee of 8point3 Energy Partners LP in connection

with its sale to Capital Dynamics in February 2018 and, prior to that, multiple acquisition transactions with First Solar, Inc. and SunPower Corp.

- Represented the Conflicts Committee of USA Compression Partners, LP in connection with its \$1.8 billion transaction in which it acquired the compression business of Energy Transfer Partners announced in January 2018
- Represented the Conflicts Committee of Sunoco Logistics Partners, LP in connection with a \$35 billion business combination with Energy Transfer Partners, L.P. in April 2017
- Represented the Conflicts Committee of Dominion Midstream Partners, LP in connection with its acquisition of Questar Pipeline, LLC from Dominion Resources, Inc. in December 2016
- Represented the Conflicts Committee of Plains All American Pipeline, L.P. in connection with a simplification transaction involving Plains GP Holdings, L.P. that was announced in July 2016
- Represented the Conflicts Committee of Targa Resources Partners (“TRP”) in connection with the acquisition of TRP by Targa Resources Corp. in February 2016
- Represented the Conflicts Committee of Niska Gas Storage Partners LLC in connection with proposed acquisition of Niska by Brookfield Infrastructure that was announced in June 2015
- Represented the Conflicts Committee of Access Midstream Partners in connection with a \$50 billion business combination with Williams Partners in January 2015
- Represented the Conflicts Committee of PAA Natural Gas Storage, L.P. in connection with going private transaction by Plains All American Pipeline
- Represented the Conflicts Committee of Targa Resources Partners in connection with numerous transactions by which Targa acquired various assets from an affiliate of its general partner
- Represented the conflicts committee of Chesapeake Midstream Partners in connection with numerous transactions by which Chesapeake Midstream acquired various assets from an affiliate of its general partner
- Represented the conflicts committee of Penn Virginia Resource Partners in connection with a combination with its affiliate, Penn Virginia GP Holdings, that resulted in a simplification of its capital structure
- Represented Conflicts Committee of Magellan Midstream Partners in connection with a simplification transaction involving Magellan Midstream Holdings
- Represented Conflicts Committee of Pacific Energy Partners in connection with the acquisition of Pacific Energy Partners by Plains All-American Pipeline
- Represented Lazard in connection with its initial public offering and related transactions

- Represented Special Committee of AMC Entertainment, Inc. in connection with going-private transaction

Representative Litigation Experience

- Successfully defended TransCanada Corporation in Delaware Supreme Court and Delaware Court of Chancery in litigation challenging an asset dropdown transaction involving TransCanada and TC Pipelines, LP
- Successfully defended Conflicts Committee of Inergy, L.P. in opposing an application for a preliminary injunction to enjoin the transaction by which Inergy would acquire its general partner in order to simplify its capital structure
- Successfully defended Conflicts of Committee of Encore Energy Partners in litigation challenging the sale of Encore to Vanguard National Resources LLC
- Lead counsel in litigation in Delaware Court of Chancery involving dissolution and winding up of GE Capital financed oil and gas limited partnership

Publications

- *Special Committees: Law and Practice* (2nd edition), 2014
- "Fiduciary Duties in the Alternative Entity Context," *ABA*, August 16, 2012
- "Delaware Alternative Entities and the Implied Covenant of Good Faith and Fair Dealing Under Delaware Law," 60 *Bus. Law* 1469, August 2005
- "A Process - Based Model for Analyzing Deal Protection Measures," 55 *Bus. Law* 1609, August 2000

Awards

- *Chambers USA*, Band 1, Corporate/M&A: Alternative Entities
- *The Legal 500 US*
- *Benchmark Litigation*
- *The Best Lawyers in America*
- *Best Lawyers'* Wilmington, DE Business Organizations Lawyer of the Year, 2018, 2015
- *Who's Who Legal*, M&A
- *Lawdragon*
- *Super Lawyers*

Education

- J.D., *cum laude*, Georgetown University Law Center, 1994

- B.S., Indiana University, 1990

Admitted to Practice

- Delaware

Practices

- Chancery / Corporate Litigation
- Energy
- Limited Liability Company and Partnership Advisory
- Special Committees